

PRESENTMENT DATE AND TIME: JUNE 24, 2011 AT 10:00 A.M. (ET)
OBJECTION DEADLINE: JUNE 17, 2011 AT 4:00 P.M. (ET)

ANDREWS KURTH LLP
Paul N. Silverstein (PS 5098)
Jonathan I. Levine (JL 9674)
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Telephone: (212) 850-2800
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*Counsel to the Official Committee
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
FAIRPOINT COMMUNICATIONS, INC., <u>et al.</u> ,	:	Case No. 09-16335 (BRL)
	:	
Debtors.	:	(Jointly Administered)
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**NOTICE OF PRESENTMENT OF THE STIPULATION,
AGREEMENT, AND ORDER BETWEEN ANDREWS KURTH LLP,
DEBTORS AND UNITED STATES TRUSTEE CONCERNING
ANDREWS KURTH LLP'S FINAL FEE APPLICATION**

PLEASE TAKE NOTICE that Andrews Kurth LLP ("Andrews Kurth"), will present to the Honorable Burton R. Lifland, United States Bankruptcy Judge, for approval and signature at Room 623 of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on June 24, 2011 at 10:00 a.m. (Eastern Time), the Stipulation, Agreement, and Order Between Andrews Kurth LLP, Debtors and the United States Trustee Concerning Andrews Kurth LLP's Final Fee Application (the "Stipulation").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Stipulation must be in writing, shall conform to the Bankruptcy Rules and the Local Bankruptcy Rules, and shall be filed with the Bankruptcy Court (i) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (ii) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF),

WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (a) Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Paul Silverstein, Esq. and Jonathan Levine, Esq.); (b) FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, NC 28202 (Attn: Susan Sowell, Esq.); (c) Paul, Hastings, Janofsky & Walker LLP, Park Avenue Tower, 75 East 55th Street, First Floor, New York, NY 10022, attorneys to FairPoint Communications, Inc., (Attn: James T. Grogan, Esq. and Luc A. Despina, Esq.); and (d) Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Andrew D. Velez-Rivera, Esq.); so as to be received no later than June 17, 2011 at 4:00 p.m. (Eastern Time) (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Stipulation, Andrews Kurth may, on or after the Objection Deadline, submit to the Bankruptcy Court the Stipulation, which Stipulation may be entered with no further notice or opportunity to be heard offered to any party. If objections are timely filed and served with respect to the Stipulation, a hearing will be held before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Room 623 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on June 24, 2011 at 10:00 a.m. (Eastern Time), or as soon thereafter as counsel may be heard.

Dated: New York, New York
June 3, 2011

ANDREWS KURTH LLP

By: /s/ Paul N. Silverstein
Paul N. Silverstein (PS 5098)
Jonathan I. Levine (JL 9674)
Abhishek Mathur (AM 1269)
450 Lexington Avenue
New York, New York 10017
Telephone Number: (212) 850-2800
Facsimile Number: (212) 850-2929

*Counsel to the Official Committee of
Unsecured Creditors*

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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FAIRPOINT COMMUNICATIONS, INC., <u>et al.</u> ,	:	Case No. 09-16335 (BRL)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION, AGREEMENT, AND ORDER BETWEEN ANDREWS
KURTH LLP, DEBTORS AND UNITED STATES TRUSTEE CONCERNING
ANDREWS KURTH LLP'S FINAL FEE APPLICATION**

TO THE HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE:

This stipulation, agreement, and order (this "Stipulation") is entered into by and between Andrews Kurth LLP ("Andrews Kurth"), FairPoint Communications Inc., et al. (the "Debtors"), and the United States Trustee ("U.S. Trustee", collectively with Andrews Kurth and the Debtors, the "Parties").

WHEREAS, on December 2, 2009, the Court entered an order authorizing the Official Committee of Unsecured Creditors (the "Committee") to retain Andrews Kurth as its counsel *nunc pro tunc* November 10, 2009.

WHEREAS, on December 31, 2009, Andrews Kurth sent its first invoice (the “November 2009 Invoice”) to the Debtors, for fees of \$159,368.00 and expenses of \$1,641.19.

WHEREAS, Andrews Kurth filed, on July 7, 2010, its *First Interim Application of Andrews Kurth LLP Under 11 U.S.C. §330 For Interim Allowance Of Compensation And Reimbursement Of Expenses As Counsel To The Official Committee Of Unsecured Creditors* [Docket No. 1581] (the “First Interim Fee Application”), and as a part of this First Interim Fee Application, Andrews Kurth provided the Debtors and U.S. Trustee with all time log entries since Andrews Kurth’s retention, including the fees and expenses billed in the November 2009 Invoice.

WHEREAS, Andrews Kurth filed, on March 10, 2011, its *Final Application of Andrews Kurth LLP Under 11 U.S.C. §330 For Allowance Of Compensation And Reimbursement Of Expenses As Counsel To The Official Committee of Unsecured Creditors* [Docket No. 2207] (“Final Fee Application”), requesting final approval for fees of \$2,638,056.50 and expenses of \$82,787.55; however, due to an accounting/clerical error, the fees and certain expenses from the November 2009 Invoice were not included in the Final Fee Application.

WHEREAS, the Final Fee Application should have requested final approval for fees of \$2,787,424.50 and expenses of \$80,787.55.

NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES THROUGH THEIR RESPECTIVE UNDERSIGNED COUNSEL AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. Final approval is hereby granted for Andrews Kurth's fees of \$2,787,424.50 and expenses of \$80,787.55.

2. The Applications¹ are granted to the extent set forth in Exhibit A.

3. Each person who executes this Stipulation on behalf of a party hereto represents that he is duly authorized to execute this Stipulation on behalf of such party.

4. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

5. This Stipulation is subject to approval of the Court and shall be of no force and effect unless and until it is approved.

6. This Stipulation may not be amended or modified except as agreed to in writing by the Parties and approved by further order of the Court.

7. Each of the Parties irrevocably consents to the jurisdiction of this Court with respect to any action to interpret or enforce the terms and provisions of this Stipulation and expressly waives any right to commence any such action in another forum.

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¹ Term is used herein as defined in the *Order Granting Third and Final Fee Applications For Allowance Of Compensation And Reimbursement Of Expenses* [Docket No. 2263].

Dated: June 3, 2011

ANDREWS KURTH LLP

/s/ Paul N. Silverstein

Paul N. Silverstein (PS 5098)

Jonathan I. Levine (JL 9674)

Abhishek Mathur (AM 1269)

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*Counsel to the Official Committee
of Unsecured Creditors*

TRACY HOPE DAVIS
UNITED STATES TRUSTEE

/s/ A. Velez-Rivera

Trial Attorney

Andrew D. Velez-Rivera

**PAUL HASTINGS JANOFSKY &
WALKER LLP**

/s/ James T. Grogan

Luc A. Despins

James T. Grogan

Park Avenue Tower

75 E. 55th Street, First Floor

New York, New York 10022

Telephone: (212) 318-6000

Facsimile: (212) 319-4090

Counsel to the Reorganized Debtors

SO ORDERED this __ day of _____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

Case No.: 09-16335 (BRL)

Case Name: FairPoint Communications, Inc., et al.

EXHIBIT A
SUMMARY: ALL FEE PERIODS
(INCLUDING THIS FEE PERIOD)

Applicant	Total Fees Requested¹	Total Fees Awarded	Total Expenses Requested	Total Expenses Awarded	Total Award of Fees and Expenses Payable by FairPoint to the Extent Not Already Paid
AlixPartners, LLP	\$7,722,436.20	\$7,722,436.20	\$481,506.48	\$481,506.48	\$8,203,942.68
Altman Vilandrie & Company, Inc.	\$275,440.00	\$275,440.00	\$4,365.96	\$4,365.96	\$279,805.96
Andrews Kurth LLP	\$2,787,424.50	\$2,787,424.50	\$80,787.55	\$80,787.55	\$2,868,212.05
Downs Rachlin Martin PLLC*	\$167,763.60	\$167,763.60	\$9,578.53	\$9,578.53	\$177,342.13
Ernst & Young LLP	\$9,302,678.59	\$9,302,678.59	\$245,884.67	\$245,884.67	\$9,548,563.26
Jefferies & Company, Inc.	\$3,037,258.16	\$3,037,258.16	\$55,270.68	\$55,270.68	\$3,092,528.84
KPMG LLP	\$1,397,523.95	\$1,397,523.95	\$80,214.50	\$80,214.50	\$1,477,738.45
Moore and Van Allen PLLC*	\$65,640.00	\$65,640.00	\$590.64	\$590.64	\$66,230.64
Paul, Hastings, Janofsky & Walker LLP	\$15,136,930	\$15,136,930	\$1,058,237.25	\$1,058,237.25	\$16,195,167.25
Preti Flaherty Beliveau & Pachios LLP*	\$550,927.97	\$550,927.97	\$21,834.85	\$21,834.85	\$572,762.82
Quinn Emanuel Urquhart & Sullivan LLP	\$535,925.00	\$535,925.00	\$11,681.48	\$11,681.48	\$547,606.48
Rothschild Inc.	\$9,362,903.23	\$9,047,903.23	\$80,845.66	\$80,845.66	\$9,128,748.89
Verrill Dana LLP	\$23,566.50	\$23,566.50	\$3,843.93	\$3,843.93	\$27,410.43

SCHEDULE A(2)

DATE: _____, 2011

INITIALS: _____ USBJ

¹ Includes fees previously requested but not awarded (held back fees).

* In the *Order Granting Initial Applications For Allowance Of Compensation And Reimbursement Of Expenses* [Docket No. 1706] and the *Order Granting Second Applications For Allowance Of Compensation And Reimbursement Of Expenses* [Docket No. 1968], the fees awarded to these ordinary course professionals retained by FairPoint were not subject to the 20% holdback. The United States Trustee agreed that ordinary course professionals were not required to submit final fee applications.